

**SHEARMAN & STERLING**

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LOS ANGELES  
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WASHINGTON, D.C.  
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TOKYO

WRITER'S DIRECT DIAL NUMBER:

0180366027

September 14, 1994

**VIA HAND DELIVERY**

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

LICENSING BRANCH

SEP 14 10 33 AM '94

**Re: Triple Crown Services Equipment Trust, Series 1994**

Dear Mr. Strickland:

Enclosed are an original and three originally executed counterparts of the secondary document described below. The enclosed document is to be recorded pursuant to Section 11303, Title 49, of the United States Code. The secondary document is related to the primary document, Equipment Trust Agreement (Triple Crown Services Company, Series 1994), dated as of March 31, 1994 among Delaware Trust Capital Management, Inc., as Trustee, Triple Crown Services Company, as Lessee, and Consolidated Rail Corporation, as Guarantor, filed March 31, 1994 under Recordation No. 18751.

The enclosed secondary document is:

Amendment No. 1 to Equipment Trust Agreement Supplement No. 5 (Triple Crown Services Company, Series 1994), dated as of September 14, 1994 among Delaware Trust Capital Management, Inc., as Trustee, Triple Crown Services Company, as Lessee, and Consolidated Rail Corporation, as Guarantor.

The names and addresses of the parties to the document are as follows:  
Amendment No. 1 to Equipment Trust Agreement Supplement No. 5

Lessee

Triple Crown Services Company  
6920 Pointe Inverness Way, Suite 300  
Fort Wayne, IN 46804  
Attn. Vice President - Finance

Trustee:

Delaware Trust Capital Management, Inc.  
900 Market Street  
(H.O. 2 M12)  
Wilmington, DE 19801  
Attn. Corporate Trust Department

Guarantor:

Consolidated Rail Corporation  
2001 Market Street  
Phila., PA 19101-4125  
Attn: Director - Project Financing:

A fee of Eighteen Dollars (\$18.00) is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the messenger.

A short summary of the document to appear in the index follows:

Amendment No. 1 to Equipment Trust Agreement Supplement No. 5, dated as of September 14, 1994 ("Supplement No. 5"), to the Equipment Trust Agreement (Triple Crown Services, Series 1994-A), dated as of March 31, 1994 (the "Equipment Trust Agreement"), among Triple Crown Services Company, as Lessee, 6920 Pointe Inverness Way, Suite 300, Fort Wayne, IN 46804, Delaware Trust Capital Management, Inc., as Trustee, 900 Market Street, Wilmington, DE 19801 and Consolidated Rail Corporation, as Guarantor, 2001 Market Street, P.O. Box 41425, Philadelphia, Pennsylvania 19101-1425, adjusting the aggregate cost of the Equipment (as defined in the Equipment Trust Agreement) to reflect an increase in the cost of such Equipment intended to be covered by Supplement No. 5.

If you have any questions, please do not hesitate to call the undersigned at (212) 848-8763.

Very truly yours,

John L. Orcutt

Enclosure

# Interstate Commerce Commission

Washington, D.C. 20423

9/14/94

OFFICE OF THE SECRETARY

John L. Orcutt  
Shearman & Sterling  
599 Lexington Avenue  
New York, New York 10022-6069

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/14/94 at 10:40AM, and assigned recordation number(s). 18751-F.

Sincerely yours,

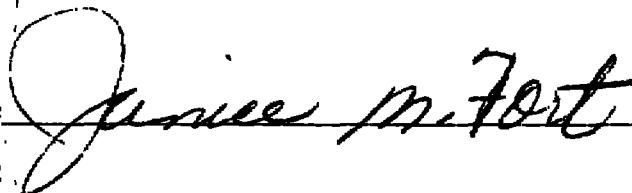
Vernon A. Williams  
Acting Secretary

Enclosure(s)

(0100366024)

\$ 18.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



AMENDMENT NO. 1 TO EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 5

Dated September 14, 1994

Among

DELAWARE TRUST CAPITAL MANAGEMENT, INC.,  
as Trustee,

TRIPLE CROWN SERVICES COMPANY,  
the Company

and

CONSOLIDATED RAIL CORPORATION,  
as Guarantor

200 Mark V Highway/Rail Trailers  
100 Mark V Model Bogies  
13 Couplermates

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CERTAIN OF THE RIGHT, TITLE AND INTEREST IN AND TO THIS AMENDMENT NO. 1 TO EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 5 TO THE EQUIPMENT TRUST AGREEMENT, DATED AS OF MARCH 31, 1994, AMONG DELAWARE TRUST CAPITAL MANAGEMENT, INC., AS TRUSTEE, TRIPLE CROWN SERVICES COMPANY, AS LESSEE, AND CONSOLIDATED RAIL CORPORATION, AS GUARANTOR, HAS BEEN ASSIGNED TO AND IS SUBJECT TO A SECURITY INTEREST IN FAVOR OF DELAWARE TRUST CAPITAL MANAGEMENT, INC., AS TRUSTEE UNDER THE EQUIPMENT TRUST AGREEMENT, AS NOW OR HEREAFTER SUPPLEMENTED, FOR THE BENEFIT OF THE HOLDERS OF THE CERTIFICATES REFERRED TO IN SUCH EQUIPMENT TRUST AGREEMENT. THIS AMENDMENT NO. 1 TO EQUIPMENT TRUST SUPPLEMENT NO. 5 HAS BEEN EXECUTED IN SEVERAL COUNTERPARTS. TO THE EXTENT, IF ANY, THAT THIS AMENDMENT NO. 1 TO EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 5 CONSTITUTES CHATTEL PAPER (AS SUCH TERM IS DEFINED IN THE UNIFORM COMMERCIAL CODE AS IN EFFECT IN ANY APPLICABLE JURISDICTION), NO SECURITY INTEREST IN THIS AMENDMENT NO. 1 TO EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 5 MAY BE CREATED THROUGH THE TRANSFER OR POSSESSION OF ANY COUNTERPART OTHER THAN THE ORIGINAL COUNTERPART THAT CONTAINS THE RECEIPT THEREFOR EXECUTED BY DELAWARE TRUST CAPITAL MANAGEMENT, INC. AS TRUSTEE, ON OR IMMEDIATELY FOLLOWING THE SIGNATURE PAGE THEREOF. ONLY THE ORIGINAL COUNTERPART CONTAINS THE RECEIPT THEREFOR EXECUTED BY DELAWARE TRUST CAPITAL MANAGEMENT, INC., AS TRUSTEE, ON THE SIGNATURE PAGES THEREOF.

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FILED WITH THE INTERSTATE COMMERCE COMMISSION PURSUANT TO  
49 U.S.C. §11303 ON SEPTEMBER \_\_, 1994 at \_\_: \_\_.M., RECORDATION NUMBER \_\_\_\_\_

THIS AMENDMENT NO. 1 TO EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 5 (this "Amendment"), dated September 14, 1994 among DELAWARE TRUST CAPITAL MANAGEMENT, INC., a Delaware banking corporation, as Trustee ("Trustee") under that certain Equipment Trust Agreement, dated as of March 31, 1994 (the "Trust Agreement") with TRIPLE CROWN SERVICES COMPANY, a general partnership formed under the laws of Delaware (the "Company"), and CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation, as Guarantor, (the "Guarantor").

W I T N E S S E T H :

WHEREAS, the Company, the Guarantor and the Trustee have heretofore entered into the Trust Agreement, as supplemented through and including Equipment Trust Agreement Supplement No. 5, dated as of September 14, 1994 ("Supplement No. 5"), which Supplement No. 5 was filed with the Interstate Commerce Commission on September 13, 1994 pursuant to Section 11303, Title 49, of the United States Code under Recordation No. 18751-E; and

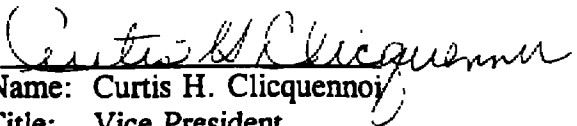
WHEREAS, the Company, the Guarantor and the Trustee wish to adjust the aggregate cost of the items of Equipment as set forth in paragraph number 3 of Supplement No. 5 to reflect an increase in the cost of such Equipment intended to be covered thereby.

NOW THEREFORE, intending to be legally bound, the parties hereto agree to amend Supplement No. 5 as specifically set forth below:

1. Paragraph number 3 is amended to read as follows:
  3. The aggregate cost of the items of Equipment covered hereby is \$6,745,096.72.
2. In all other respects, Supplement No. 5 remains in full force and effect.
3. Capitalized terms used herein have the respective meanings set forth in the Trust Agreement referenced above, unless otherwise defined herein.
4. This Amendment may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due authority, has caused this instrument to be duly executed in its name by its officers, thereunto duly authorized, as of the date first above written, and each of the undersigned signatories hereto declares pursuant to 28 U.S.C. 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below its signature.

DELAWARE TRUST CAPITAL  
MANAGEMENT, INC., as Trustee

By:   
Name: Curtis H. Clicquennoy  
Title: Vice President

Executed on September 12, 1994.

TRIPLE CROWN SERVICES  
COMPANY,

By: \_\_\_\_\_  
Name: Timothy D. Minnich  
Title: Vice President-Finance

Executed on September 12, 1994.

CONSOLIDATED RAIL CORPORATION,

By: \_\_\_\_\_  
Name: Thomas McFadden  
Title: Director-Project Financing

Executed on September 12, 1994.

[illegible]

On this 12th day of September, 1994, before me personally appeared Curtis H. Clicquennoi, to me personally known, who, by me being duly sworn, says that he is a Vice President of Delaware Trust Capital Management, Inc., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Rosanna H. Goodwin  
Notary Public

### My commission expires

**ROSANNA H. GOODWIN  
NOTARY PUBLIC, STATE OF DELAWARE  
MY COMMISSION EXPIRES MARCH 26, 1996**



IN WITNESS WHEREOF, each of the parties hereto, pursuant to due authority, has caused this instrument to be duly executed in its name by its officers, thereunto duly authorized, as of the date first above written, and each of the undersigned signatories hereto declares pursuant to 28 U.S.C. 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below its signature.

DELAWARE TRUST CAPITAL  
MANAGEMENT, INC., as Trustee

By: \_\_\_\_\_  
Name: Curtis H. Clicquennoi  
Title: Vice President

Executed on September 12, 1994.

TRIPLE CROWN SERVICES  
COMPANY,

By: Timothy D. Minnich  
Name: Timothy D. Minnich  
Title: Vice President-Finance

Executed on September 12, 1994.

CONSOLIDATED RAIL CORPORATION,

By: \_\_\_\_\_  
Name: Thomas McFadden  
Title: Director-Project Financing

Executed on September 12, 1994.

STATE OF INDIANA )

) SS.:

COUNTY OF ALLEN )

On this 12th day of September, 1994, before me personally appeared Timothy D. Minnich, to me personally known, who, by me being duly sworn, says that he is a Vice President of Triple Crown Services Company, and that the foregoing instrument was signed on behalf of said partnership by authority of its Management Committee, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said partnership.

  
Notary Public

My commission expires

BARBARA E. LOMONT  
NOTARY PUBLIC STATE OF INDIANA  
WELLS FARGO BANK  
MY COMMISSION EXPIRES 09/12/97

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due authority, has caused this instrument to be duly executed in its name by its officers. thereunto duly authorized, as of the date first above written, and each of the undersigned signatories hereto declares pursuant to 28 U.S.C. 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below its signature.

DELAWARE TRUST CAPITAL  
MANAGEMENT, INC., as Trustee

By: \_\_\_\_\_  
Name: Curtis H. Clicquennoi  
Title: Vice President

Executed on September 12, 1994.

TRIPLE CROWN SERVICES  
COMPANY,

By: \_\_\_\_\_  
Name: Timothy D. Minnich  
Title: Vice President-Finance

Executed on September 12, 1994.

CONSOLIDATED RAIL CORPORATION,

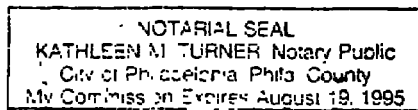
By: Thomas McFadden  
Name: Thomas McFadden  
Title: Director-Project Financing

Executed on September 12, 1994.

COMMONWEALTH OF PENNSYLVANIA )  
 ) SS.:  
COUNTY OF PHILADELPHIA )

On this 12th day of September, 1994, before me personally appeared Thomas J. McFadden, to me personally known, who, by me being duly sworn, says that he is the Director - Project Financing of Consolidated Rail Corporation, one of the corporations described in and which executed the above instrument; and that he signed his name thereto by authority of the Board of Directors of said corporation.

[NOTARIAL SEAL]



Kathleen M. Turner  
Notary Public